

RFP DGS-2034
TELECOMMUNICATIONS CONSULTING SERVICES

APPENDIX A

DEVELOPMENT OF CONTRACT LANGUAGE

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1. General

These instructions are provided to suppliers to explain how the State's draft contract is structured and how it may be modified to develop a mutually agreeable final contract. Because no negotiations nor alterations (except as specified below) of the contract are permitted subsequent to the time established for receipt of Final Proposals, it is imperative that suppliers follow these instructions carefully in order to be fully responsive contractually to the requirements of the RFP.

If you will not be submitting proposed contract language changes, include a statement to that effect in your Letter of Intent to Propose. Volume II of your Final Proposal submittal must include either a completed copy of the State's draft contract as it appears in Appendix B, or a completed copy of the approved contract language, as applicable. (Refer to Section V – Proposal Format).

Note: The Draft Contract language contained in Appendix B will be negotiated with all participating suppliers according to the schedule of Key Action Dates listed in Section I of the RFP, that is, **before** Final Proposal's are due. **After** receipt and evaluation of Final Proposal's by the State, the State will modify the contract, in coordination with the selected contractor, to incorporate, as appropriate, pertinent sections of the RFP and the contractor's Final Proposal.

2. Instructions to Prepare Proposed Contract Language

- a. Annotate the Draft Contract, as appropriate, at the place of the proposed change. Margins can be utilized with an arrow drawn to the point of insertion. Do not retype the contract, and **DO NOT INCLUDE ANY DOLLAR FIGURES**.
- b. Prepare a cover letter of transmittal that identifies each proposed change to be made to the Draft Contract and that explains (except where the reason for the change is obvious) the rationale for the change.
- c. Make a copy of the annotated Draft Contract and retain for your files. This copy will be used during subsequent communications with the State relative to the acceptability of the proposed changes to the Draft Contract.
- d. Submit the cover letter and the annotated Draft Contract to the State Department of General Services no later than the date indicated in the RFP's schedule of Key Action Dates. Early submission of the annotated Draft Contract will facilitate the negotiation process.
- e. Proposed contract language changes not submitted in the manner identified above may not be considered and may be returned without review.

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3. Contract Negotiation

Contract negotiation will occur in accordance with the RFP's schedule of Key Action Dates. Upon receipt of the proposed contract, the State will review the document to identify the acceptability of the proposed language. The supplier will be notified as to which portions, if any, of the language submitted are acceptable. If necessary, a meeting(s) between the supplier and the State may be arranged to resolve any differences. The State may, following such a meeting, request a revised contract that reflects agreed changes to be prepared and returned by the supplier. All participating suppliers will be notified of acceptable changes to the State's model contract in writing.